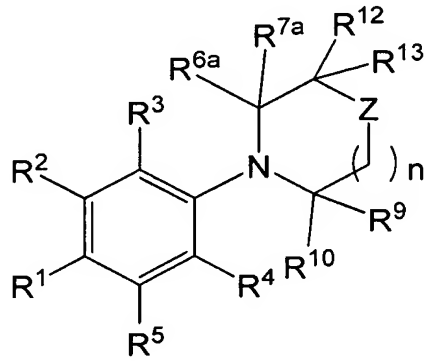
AMENDMENTS TO THE CLAIMS:

Claims 1-17, 19-25, 27-35, 62-70, 72-78 and 82-86 are pending. Please amend claims 1, 2, 5, 7, 22, 23, 28-30, 62, 83 and 84 as indicated below. This listing of claims replaces all prior versions, and listings of claims, in the application.

LISTING OF CLAIMS:

1. (Currently amended) A compound of Formula II:



(II)

wherein:

R^1 is selected from among SR^A, NO_2, CN, an optionally substituted C_1-C_4 haloalkyl, COR^A, $CONR^AR^B$, SOR^A, and SO_2R^A;

R^2 is selected from among F, Cl, Br, I, SR^A, NO_2, CN, an optionally substituted C_1-C_4 haloalkyl, COR^A, CO_2R^A, $CONR^AR^B$, SOR^A, SO_2R^A, ~~and~~ $SO_2NR^AR^B$, $NHCOR^A$, and $NHCONR^AR^B$;

R^3 and R^4 each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl; ~~provided that if R^1 is NO_2 and R^3 is F, then Z is not O;~~

R^5 is selected from among hydrogen, F, Cl and an optionally substituted C_1-C_4 haloalkyl;

R^{6a} and R^{7a} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^9 is selected from an optionally substituted C_1-C_8 alkyl, an optionally substituted C_2-C_8 alkenyl, an optionally substituted C_1-C_8 haloalkyl, an optionally substituted C_2-C_8 haloalkenyl, ~~C_1-C_8 heteroalkyl,~~ an optionally substituted C_2-C_8 heteroalkenyl, an optionally substituted C_2-C_8 alkynyl, an optionally substituted C_2-C_8 haloalkynyl, an optionally

substituted C_2-C_8 heteroalkynyl, an optionally substituted heteroaryl, $CH(R^D)OR^A$, $CH(R^D)NR^AR^B$, COR^A, ~~CO_2R^A,~~ and $(CH_2)_mR^C$;

R^{10} is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, NR^AR^B, SR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, an optionally substituted C_2-C_6 alkenyl, and $(CH_2)_mR^C$;

R^A ~~and R^B each independently~~ is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl[[,]] and an optionally substituted C_1-C_4 haloalkyl~~, and an optionally substituted C_1-C_4 heteroalkyl~~;

R^B is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^C is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR^A, NO_2, NR^AR^B, SR^A, SOR^A, SO_2R^A, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^D is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

Z is ~~selected from among O, S,~~ CR^AR^B~~, and NR^D~~;

n is 0~~, 1, or 2~~; and

m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

2. (Currently amended) The compound of claim 1, wherein:

R^1 is selected from among NO_2, CN and $CONR^AR^B$;

R^2 is selected from among F, Cl, Br, I, OR^A, SR^A, NO_2, CN, an optionally substituted C_1-C_4 haloalkyl, COR^A, CO_2R^A, $CONR^AR^B$, SOR^A, SO_2R^A, ~~and~~ $SO_2NR^AR^B$, $NHCOR^A$, and $NHCONR^AR^B$;

R^3 and R^4 each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl;

R^5 is selected from among hydrogen, F, Cl, an optionally substituted C_1-C_4 alkyl and an optionally substituted C_1-C_4 haloalkyl;

~~provided that if R^1 is NO_2 and R^3 is F, then Z is not O;~~

R^{6a} and R^{7a} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_1-C_6 heterohaloalkyl, an optionally substituted C_2-C_6 heterohaloalkenyl, an optionally substituted C_2-C_6 heterohaloalkynyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^9 is selected from among an optionally substituted C_1-C_8 alkyl, an optionally substituted C_2-C_8 alkenyl, an optionally substituted C_1-C_8 haloalkyl, an optionally substituted C_1-C_6 heterohaloalkyl, an optionally substituted C_2-C_8 haloalkenyl, ~~C_1-C_8 heteroalkyl,~~ an optionally substituted C_2-C_8 heteroalkenyl, an optionally substituted C_2-C_8 alkynyl, an optionally substituted C_2-C_8 haloalkynyl, an optionally substituted C_2-C_8 heteroalkynyl, an optionally substituted C_2-C_6 heterohaloalkenyl, an optionally substituted C_2-C_6 heterohaloalkynyl, an optionally substituted heteroaryl, $CH(R^D)OR^A$, $CH(R^D)NR^AR^B$, COR^A, ~~CO_2R^A~~ and $(CH_2)_mR^C$;

R^{10} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_1-C_6 heterohaloalkyl, an optionally substituted C_2-C_6 heterohaloalkenyl, an optionally substituted C_2-C_6 heterohaloalkynyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, NR^AR^B, SR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_1-C_6 heterohaloalkyl, an optionally substituted C_2-C_6 heterohaloalkenyl, an optionally substituted C_2-C_6 heterohaloalkynyl, an optionally substituted C_2-C_6 alkynyl, an optionally substituted C_2-C_6 alkenyl, and $(CH_2)_mR^C$;

R^A ~~and R^B each independently~~ is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl[[,]] and an optionally substituted C_1-C_4 haloalkyl~~, and an optionally substituted C_1-C_4 heteroalkyl~~;

R^B is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^C is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR^A, NO_2, NR^AR^B, SR^A, SOR^A, SO_2R^A, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^D is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

Z is ~~selected from among O, S,~~ CR^AR^B~~, and NR^D~~;

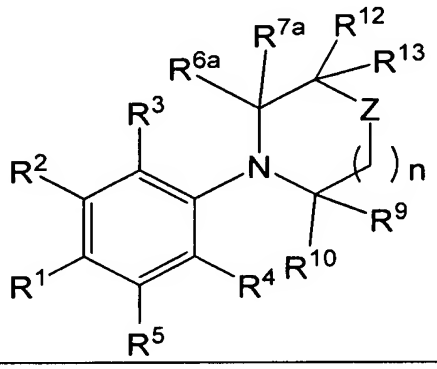
n is 0~~, 1, or 2~~; and

m is 1 or 2.

3. (Previously presented) The compound of claim 1, wherein R^1 is NO_2 or CN.

4. (Previously presented) The compound of claim 1, wherein R^1 is NO_2.

5. (Currently amended) ~~The compound of claim 1, wherein:~~ A compound of Formula II:



(II)

wherein:

R^1 is CN;

R^2 is selected from among F, Cl, Br, I, SR^A, NO_2, CN, an optionally substituted C_1-C_4 haloalkyl, COR^A, CO_2R^A, $CONR^AR^B$, SOR^A, SO_2R^A, $SO_2NR^AR^B$, $NHCOR^A$, and $NHCONR^AR^B$;

R^3 and R^4 each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl;

R^5 is selected from among hydrogen, F, Cl and an optionally substituted C_1-C_4 haloalkyl;

R^{6a} and R^{7a} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^9 is selected from an optionally substituted C_1-C_8 alkyl, an optionally substituted C_2-C_8 alkenyl, an optionally substituted C_1-C_8 haloalkyl, an optionally substituted C_2-C_8 haloalkenyl, C_1-C_8 heteroalkyl, an optionally substituted C_2-C_8 heteroalkenyl, an optionally substituted C_2-C_8 alkynyl, an optionally substituted C_2-C_8 haloalkynyl, an optionally

substituted C_2-C_8 heteroalkynyl, an optionally substituted heteroaryl, $CH(R^D)OR^A$, $CH(R^D)NR^AR^B$, COR^A, CO_2R^A, and $(CH_2)_mR^C$;

R^{10} is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, NR^AR^B, SR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, an optionally substituted C_2-C_6 alkenyl, and $(CH_2)_mR^C$;

R^A and R^B each independently is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^C is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR^A, NO_2, NR^AR^B, SR^A, SOR^A, SO_2R^A, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^D is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

Z is CR^AR^B;

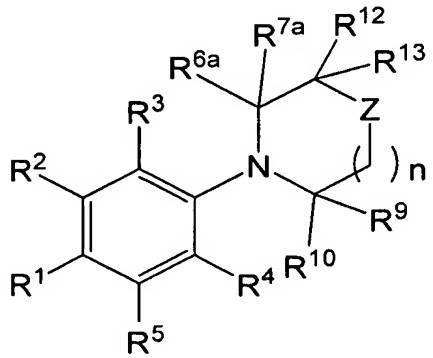
n is 0; and

m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

6. (Previously presented) The compound of claim 1, wherein R^2 is an optionally substituted C_1-C_4 haloalkyl.

7. (Currently amended) ~~The compound of claim 1, wherein~~ A compound of Formula II:



(II)

wherein:

R^1 is selected from among SR^A, NO_2, CN, an optionally substituted C_1-C_4 haloalkyl, COR^A, $CONR^AR^B$, SOR^A, and SO_2R^A;

R^2 is trifluoromethyl;

R^3 and R^4 each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl;

R^5 is selected from among hydrogen, F, Cl and an optionally substituted C_1-C_4 haloalkyl;

R^{6a} and R^{7a} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^9 is selected from an optionally substituted C_1-C_8 alkyl, an optionally substituted C_2-C_8 alkenyl, an optionally substituted C_1-C_8 haloalkyl, an optionally substituted C_2-C_8 haloalkenyl, C_1-C_8 heteroalkyl, an optionally substituted C_2-C_8 heteroalkenyl, an optionally substituted C_2-C_8 alkynyl, an optionally substituted C_2-C_8 haloalkynyl, an optionally substituted C_2-C_8 heteroalkynyl, an optionally substituted heteroaryl, $CH(R^D)OR^A$, $CH(R^D)NR^AR^B$, COR^A, CO_2R^A, and $(CH_2)_mR^C$;

R^{10} is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, NR^AR^B, SR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, an optionally substituted C_2-C_6 alkenyl, and $(CH_2)_mR^C$;

R^A and R^B each independently is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^C is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR^A, NO_2, NR^AR^B, SR^A, SOR^A, SO_2R^A, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^D is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

Z is CR^AR^B;

n is 0; and

m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

8. (Previously presented) The compound of claim 1, wherein R^3, R^4, and R^5 each independently is selected from among hydrogen, F, Cl, and an optionally substituted C_1-C_4 alkyl.

9. (Previously presented) The compound of claim 1, wherein R^3 is hydrogen.

10. (Previously presented) The compound of claim 1, wherein R^4 is hydrogen.

11. (Previously presented) The compound of claim 1, wherein R^5 is hydrogen.

12. (Previously presented) The compound of claim 1, wherein R^{6a} and R^{7a} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, and an optionally substituted C_1-C_6 heterohaloalkyl.

13. (Previously presented) The compound of claim 1, wherein R^{6a} is hydrogen.

14. (Previously presented) The compound of claim 1, wherein R^{7a} is hydrogen or an optionally substituted C_1-C_6 alkyl.

15. (Previously presented) The compound of claim 1, wherein R^{7a} is hydrogen or methyl.

16. (Previously presented) The compound of claim 1, wherein R^{7a} is hydrogen.

17. (Previously presented) The compound of claim 1, wherein R^{7a} is methyl.

18. (Cancelled).

19. (Previously presented) The compound of claim 1, wherein R^{12} is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 heterohaloalkyl and $(CH_2)_mR^C$.

20. (Previously presented) The compound of claim 1, wherein R^{10} is hydrogen.

21. (Previously presented) The compound of claim 1, wherein R^9 is selected from among an optionally substituted C_1-C_4 alkyl, C_1-C_6 haloalkyl, $CH(R^D)OR^A$, and $CH(R^D)NR^AR^B$.

22. (Currently amended) The compound of claim 1, wherein R^9 is formyl, hydroxy C_1-C_6alkyl, hydroxyhalo C_1-C_6alkyl, C_1-C_6alkylsilyloxy C_1-C_6alkyl, C_1-C_6alkoxycarbonyl, amino C_1-C_6alkyl, ~~carboxy,~~ or C_1-C_6alkylcarbonyloxyC_1-C_6alkyl.

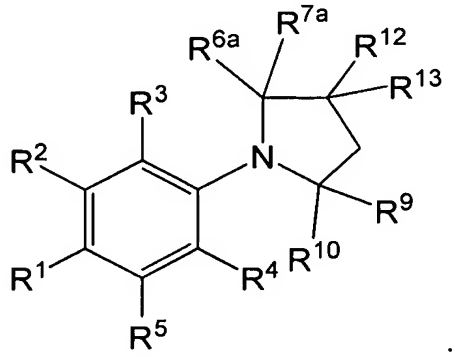
23. (Currently amended) The compound of claim 1, wherein R^9 is formyl, hydroxymethyl, 1-hydroxy-2,2,2-trifluoroethyl, tributylsilyloxymethyl, ethoxycarbonyl, aminomethyl, ~~carboxy,~~ or acetyoxymethyl.

24. (Previously presented) The compound of claim 1, wherein R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl and $(CH_2)_mR^C$.

25. (Previously presented) The compound of claim 1, wherein R^{13} is hydrogen, F, OH or benzyl.

26. (Cancelled).

27. (Previously presented) The compound of claim 1 of formula IIB:



28. (Currently amended) The compound of claim 1, wherein:

R^1 is NO_2 or CN;

R^2 is an optionally substituted C_1-C_4 haloalkyl;

R^3, R^4, and R^5 each independently is selected from among hydrogen, F, Cl, and an optionally substituted C_1-C_4 alkyl;

R^{6a} and R^{7a} each independently is selected from among hydrogen and an optionally substituted C_1-C_6 alkyl; ~~an optionally substituted C_1-C_6 heterohaloalkyl;~~

R^9 is selected from among F, Cl, Br, I, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_6 heterohaloalkyl, COR^A, ~~CO_2R^A,~~ $CH(R^D)OR^A$, and $CH(R^D)NR^AR^B$;

R^{10} is hydrogen; and

R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 heterohaloalkyl and $(CH_2)_mR^C$.

29. (Currently amended) The compound of claim 1, wherein:

R^1 is NO_2 or CN;

R^2 is trifluoromethyl;

R^3, R^4, and R^5 each is hydrogen;

R^{7a} is hydrogen or methyl and R^{6a} is hydrogen;

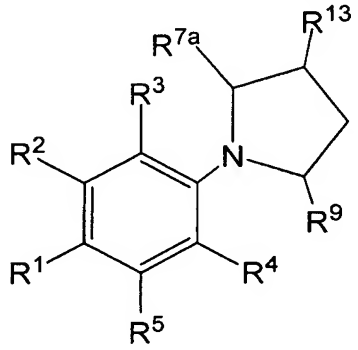
R^9 is selected from among formyl, hydroxymethyl[[,]] and 1-hydroxy-2,2,2-trifluoroethyl~~, tributylsilyloxymethyl, ethoxycarbonyl, aminomethyl, carboxy, and acetyloxymethyl~~;

R^{10} is hydrogen;

R^{12} is hydrogen; and

R^{13} is selected from among hydrogen, F, OH and benzyl.

30. (Currently amended) A compound that is selected from among:



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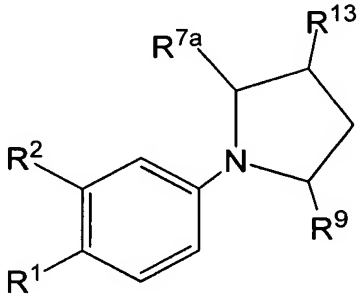

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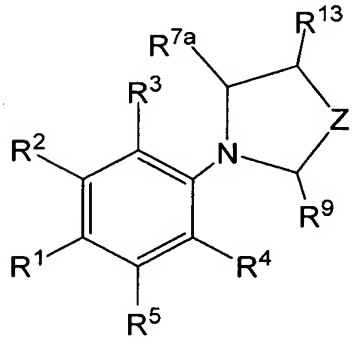
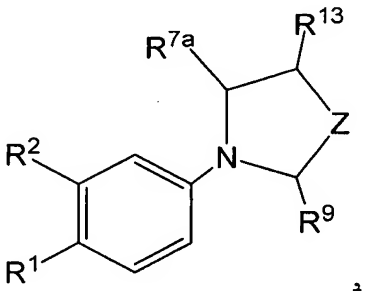


and



wherein:

R^1 is selected from among SR^A, NO_2, CN, an optionally substituted C_1-C_4 haloalkyl, $CONR^AR^B$, SOR^A, and SO_2R^A;

R^2 is selected from F, Cl, Br, I, SR^A, NO_2, CN, a substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, COR^A, CO_2R^A, $CONR^AR^B$, SOR^A, SO_2R^A, ~~and~~ $SO_2NR^AR^B$, $NHCOR^A$, and $NHCONR^AR^B$;

R^3 and R^4 each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl; ~~provided that if R^1 is NO_2 and R^3 is F, then Z is not O;~~

R^5 is selected from among hydrogen, F, Cl, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl;

R^{7a} is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^9 is selected from an optionally substituted C_1-C_8 alkyl, an optionally substituted C_2-C_8 alkenyl, an optionally substituted C_1-C_8 haloalkyl, an optionally substituted C_2-C_8 haloalkenyl, ~~C_1-C_8 heteroalkyl,~~ an optionally substituted C_2-C_8 heteroalkenyl, an optionally substituted C_2-C_8 alkynyl, an optionally substituted C_2-C_8 haloalkynyl, an optionally substituted C_2-C_8 heteroalkynyl, an optionally substituted heteroaryl, $CH(R^D)OR^A$, $CH(R^D)NR^AR^B$, COR^A, ~~CO_2R^A,~~ and $(CH_2)_mR^C$;

R^{13} is selected from among hydrogen, F, Cl, OR^A, NR^AR^B, SR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, an optionally substituted C_2-C_6 alkenyl, and $(CH_2)_mR^C$;

R^A ~~and R^B each independently~~ is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl[[,]] and an optionally substituted C_1-C_4 haloalkyl~~, and an optionally substituted C_1-C_4 heteroalkyl~~;

R^B is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^C is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR^A, NO_2, NR^AR^B, SR^A, SOR^A, SO_2R^A, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^D is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

Z is ~~selected from among O, S,~~ CR^AR^B~~, and NR^D~~; and

m is 1 or 2;

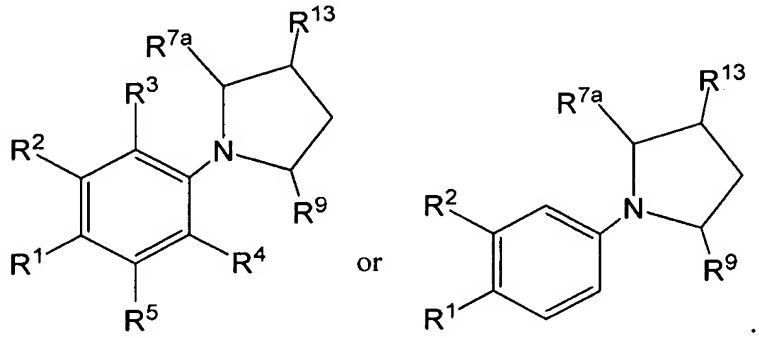
or a pharmaceutically acceptable salt thereof.

31. (Original) The compound of claim 30, wherein R^{7a} is an optionally substituted C_1-C_6 heterohaloalkyl.

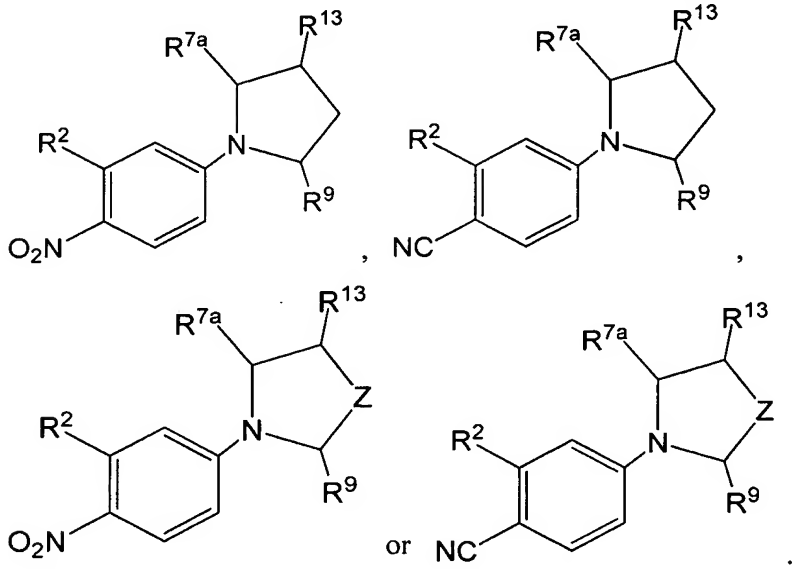
32. (Original) The compound of claim 30, wherein R^9 is an optionally substituted C_1-C_6 heterohaloalkyl.

33. (Original) The compound of claim 30, wherein R^{13} is an optionally substituted C_1-C_6 heterohaloalkyl.

34. (Previously presented) The compound of claim 30, wherein the compound is:



35. (Previously presented) The compound of claim 30, wherein the compound is:



36. - 61. (Cancelled).

62. (Currently amended) A compound of claim 1, wherein the compound is selected from among:

~~(5*R*)-*N*-(4-nitrophenyl)-5-(dimethyl-tert-butylsilyloxymethyl)-2-pyrrolidone;~~

(2*R*)-*N*-(4-nitro-3-trifluoromethylphenyl)-2-(dimethyl-tert-butylsilyloxymethyl)-pyrrolidine;

(2*R*)-*N*-(4-nitro-3-trifluoromethylphenyl)-2-(hydroxymethyl)pyrrolidine;

(2*R*)-*N*-(3-Trifluoromethyl-4-nitrophenyl)-2-formylpyrrolidine;

(2*R*)-*N*-(3-Trifluoromethyl-4-nitrophenyl)-2-(1-(*S*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine;

(2*R*)-*N*-(3-Trifluoromethyl-4-nitrophenyl)-2-(1-(R)-hydroxy-2,2,2-trifluoroethyl)-pyrrolidine;

cis-2,5-Dimethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine;

trans-2,5-dimethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine;

4-Benzyl-2-hydroxymethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine;

2-Fluoro-4-(2-hydroxymethyl-pyrrolidin-1-yl)-benzonitrile;

~~4-Hydroxy-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine-2-carboxylic acid ethyl ester;~~

5-Hydroxymethyl-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidin-3-ol; and

2-(Aminomethyl)-1-(4-Nitro-3-trifluoromethylphenyl)-pyrrolidine;

~~4-Hydroxy-1-(4-nitro-3-trifluoromethylphenyl)-pyrrolidine-2-carboxylic acid;~~

and pharmaceutically acceptable salts thereof.

63. (Previously presented) The compound of claim 1, wherein the compound is a selective androgen receptor modulator.

64. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is an androgen receptor agonist.

65. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is an androgen receptor antagonist.

66. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is an androgen receptor partial agonist.

67. (Previously presented) The selective androgen receptor modulator of claim 63, wherein the compound is a tissue-specific modulator.

68. (Previously presented) The compound of claim 1, wherein the compound is a selective androgen binding compound.

69. (Withdrawn) A method for modulating an activity of an androgen receptor, comprising contacting an androgen receptor with a compound of claim 1.

70. (Withdrawn) The method of claim 69, wherein the androgen receptor is in a cell.

71. (Cancelled).

72. (Withdrawn) A method for treating a patient having a condition susceptible to treatment with an androgen receptor modulator, comprising administering to the patient a pharmaceutical agent comprising a compound of claim 1.

73. (Withdrawn) The method of claim 72, wherein the condition is selected from among maintenance of muscle strength and function; reversal or prevention of frailty or age-related functional decline in the elderly; treatment of catabolic side effects of glucocorticoids; treatment of reduced bone mass, density or growth; treatment of chronic fatigue syndrome; chronic myalgia; treatment of acute fatigue syndrome and muscle loss; accelerating of wound healing; accelerating bone fracture repair; accelerating healing of complicated fractures; in joint replacement; prevention of post-surgical adhesion formation; acceleration of tooth repair

or growth; maintenance of sensory function; treatment of periodontal disease; treatment of wasting secondary to fractures and treatment of wasting in connection with chronic obstructive pulmonary disease, treatment of wasting in connection with chronic liver disease, treatment of wasting in connection with AIDS, cancer cachexia, burn and trauma recovery, chronic catabolic state, eating disorders and chemotherapy; treatment of cardiomyopathy; treatment of thrombocytopenia; treatment of growth retardation in connection with Crohn's disease; treatment of short bowel syndrome; treatment of irritable bowel syndrome; treatment of inflammatory bowel disease; treatment of Crohn's disease and ulcerative colitis; treatment of complications associated with transplantation; treatment of physiological short stature including growth hormone deficient children and short stature associated with chronic illness; treatment of obesity and growth retardation associated with obesity; treatment of anorexia; treatment of hypercortisolism and Cushing's syndrome; Paget's disease; treatment of osteoarthritis; induction of pulsatile growth hormone release; treatment of osteochondro-dysplasias; treatment of depression, nervousness, irritability and stress; treatment of reduced mental energy and low self-esteem; improvement of cognitive function; treatment of catabolism in connection with pulmonary dysfunction and ventilator dependency; treatment of cardiac dysfunction; lowering blood pressure; protection against ventricular dysfunction or prevention of reperfusion events; treatment of adults in chronic dialysis; reversal or slowing of the catabolic state of aging; attenuation or reversal of protein catabolic responses following trauma; reducing cachexia and protein loss due to chronic illness; treatment of hyper-insulinemia; treatment of immunosuppressed patients; treatment of wasting in connection with multiple sclerosis or other neurodegenerative disorders; promotion of myelin repair; maintenance of skin thickness; treatment of metabolic homeostasis and renal homeostasis; stimulation of osteoblasts, bone remodeling and cartilage growth; regulation of food intake; treatment of insulin resistance; treatment of insulin resistance in the heart; treatment of hypothermia; treatment of congestive heart failure; treatment of lipodystrophy; treatment of muscular atrophy; treatment of musculoskeletal impairment; improvement of the overall pulmonary function; treatment of sleep disorders; and the treatment of the catabolic state of prolonged critical illness; treatment of hirsutism, acne, seborrhea, androgenic alopecia, anemia, hyperpilosity, benign prostate hypertrophy, adenomas and neoplasias of the prostate and malignant tumor cells containing the androgen receptor; osteosarcoma; hypercalcemia of malignancy; metastatic bone disease; treatment of spermatogenesis, endometriosis and polycystic ovary syndrome; counteracting preeclampsia, eclampsia of pregnancy and preterm labor; treatment of premenstrual syndrome; treatment of vaginal dryness; age related decreased

testosterone levels in men, male menopause, hypogonadism, male hormone replacement, male and female sexual dysfunction, male and female contraception, hair loss, Reaven's Syndrome and the enhancement of bone and muscle strength.

74. (Withdrawn) A method according to claim 72, wherein the patient has a condition selected from among acne, male-pattern baldness, wasting diseases, hirsutism, hypogonadism, osteoporoses, infertility, impotence and cancer.

75. (Withdrawn) A method for stimulating hematopoiesis in a patient, comprising administering to the patient a pharmaceutical agent comprising a compound of claim 1.

76. (Withdrawn) A method of contraception, comprising administering to a patient a pharmaceutical agent comprising a compound of claim 1.

77. (Withdrawn) A method of improving athletic performance in an athlete, comprising administering to the athlete a pharmaceutical agent comprising a compound of claim 1.

78. (Previously presented) A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

79. – 81. (Cancelled).

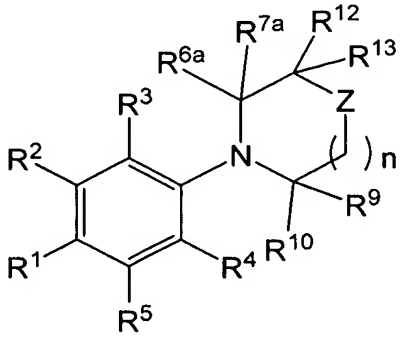
82. (Previously presented) An article of manufacture, comprising:

packaging material;

a compound of claim 1 that is effective for modulating the activity of androgen receptor, or for treatment, prevention or amelioration of one or more symptoms of androgen receptor mediated diseases or disorders, or diseases or disorders in which androgen receptor activity is implicated, within the packaging material; and

a label that indicates that the compound or composition, or pharmaceutically acceptable derivative thereof, is used for modulating the activity of androgen receptor or for treatment, prevention or amelioration of one or more symptoms of androgen receptor mediated diseases or disorders, or diseases or disorders in which androgen receptor activity is implicated.

83. (Currently amended) A compound of Formula II:



(II)

wherein:

R^1 is COR^A, NO_2 or CN;

R^2 is selected from among hydrogen, F, Cl, Br, I, OR^A, SR^A, NO_2, CN, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, ~~an optionally substituted C_1-C_4 heteroalkyl,~~ COR^A, CO_2R^A, $CONR^AR^B$, SOR^A, SO_2R^A, ~~and~~ $SO_2NR^AR^B$, $NHCOR^A$, and $NHCONR^AR^B$;

R^3, R^4, and R^5 each independently is selected from among hydrogen, F, Cl, OR^A, an optionally substituted C_1-C_4 alkyl, and an optionally substituted C_1-C_4 haloalkyl; ~~provided that if R^1 is NO_2 and R^3 is F, then Z is not O;~~

R^{6a} and R^{7a} each independently is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl; or R^{6a} and R^{7a} together form a carbonyl;

R^9 is selected from among $CH(R^D)OR^A$, $CH(R^D)NR^AR^B$[[,]] and COR^A ~~and CO_2R^A~~;

R^{10} is selected from among hydrogen, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, and an optionally substituted C_2-C_6 alkenyl;

R^{12} and R^{13} each independently is selected from among hydrogen, F, Cl, OR^A, NR^AR^B, SR^A, an optionally substituted C_1-C_6 alkyl, an optionally substituted C_1-C_6 haloalkyl, an optionally substituted C_1-C_6 heteroalkyl, an optionally substituted C_2-C_6 alkynyl, an optionally substituted C_2-C_6 alkenyl, and $(CH_2)_mR^C$;

R^A ~~and R^B each independently~~ is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl[[,]] and an optionally substituted C_1-C_4 haloalkyl~~, and an optionally substituted C_1-C_4 heteroalkyl~~;

R^B is selected from among hydrogen, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^C is selected from among an optionally substituted aryl and an optionally substituted heteroaryl that is optionally substituted with a substituent selected from among F, Cl, Br, I, CN, OR^A, NO_2, NR^AR^B, SR^A, SOR^A, SO_2R^A, an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

R^D is selected from among an optionally substituted C_1-C_4 alkyl, an optionally substituted C_1-C_4 haloalkyl, and an optionally substituted C_1-C_4 heteroalkyl;

Z is ~~selected from among O, S,~~ CR^AR^B~~, and NR^D~~;

n is 0~~, 1, or 2~~; and

m is 1 or 2;

or a pharmaceutically acceptable salt thereof.

84. (Currently amended) A compound of claim 83, wherein the compound is selected from among:

(2*R*)-*N*-(4-nitrophenyl)-2-(1-(*S*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine;

(2R)-*N*-(4-nitrophenyl)-2-(*R*)-(1-(*R*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine;

(2*S*)-*N*-(4-nitrophenyl)-2-(1-(*S*)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine; and

(2*S*)-*N*-(4-nitrophenyl)-2-(1-(R)-hydroxy-2,2,2-trifluoroethyl)pyrrolidine;

~~4-Hydroxy-1-(4-nitrophenyl)-pyrrolidine-2-carboxylic acid ethyl ester; and~~

~~4-Hydroxy-1-(4-nitrophenyl)-pyrrolidine-2-carboxylic acid;~~

and pharmaceutically acceptable salts~~, esters, and amides~~ thereof.

85. (Previously presented) A pharmaceutical composition, comprising a compound of claim 83 and a pharmaceutically acceptable carrier.

86. (Previously presented) A pharmaceutical composition, comprising a compound of claim 30 and a pharmaceutically acceptable carrier.